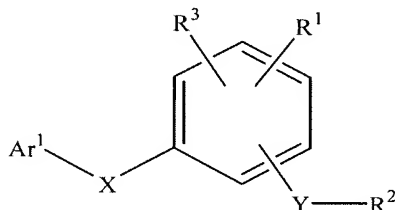


AMENDMENTS TO THE CLAIMS

Please amend the claims to read as follows:

Claim 1 (currently amended): A compound having the formula:



wherein

Ar¹ is a substituted or unsubstituted phenyl or a substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of (C₁-C₆)alkylene, (C₁-C₆)alkylenoxy, (C₁-C₆)alkylenamino, (C₁-C₆)alkylene-S(O)_k-, -O-, -C(O)-, -N(R¹¹)-, -N(R¹¹)C(O)-, -S(O)_k- and -CH₂- a single bond,

wherein

~~R¹¹ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl;~~ and the subscript k is an integer of from 0 to 2;

Y is N(R¹²)-S(O)_m-,

wherein

R¹² is ~~independently~~ selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and the subscripts m and n are independently integers of from 0 to 2;

R¹ is a member selected from the group consisting of hydrogen, (C₂-C₈)heteroalkyl, aryl, aryl(C₁-C₄)alkyl, halogen, cyano, nitro, (C₁-C₈)alkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴, -S(O)_q-NR¹⁵R¹⁶, -O-C(O)-OR¹⁷, -O-C(O)-R¹⁷, -O-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-R¹⁷ and -N(R¹⁴)-C(O)-OR¹⁷;

wherein

R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl and aryl(C₁-C₄)alkyl;

R¹⁵ and R¹⁶ are members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl, and aryl(C₁-C₄)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

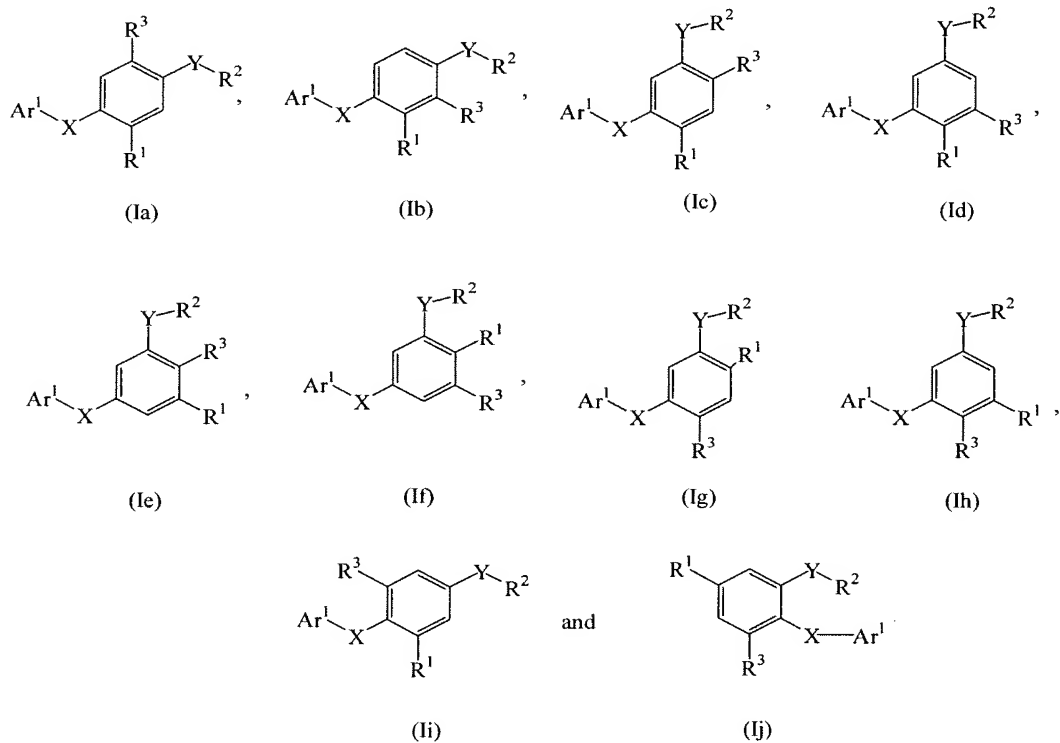
R¹⁷ is a member selected from the group consisting of (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl and aryl(C₁-C₄)alkyl;

the subscript p is an integer of from 0 to 3; and
the subscript q is an integer of from 1 to 2; and
 R^2 is a substituted or unsubstituted aryl; and
 R^3 is a member selected from the group consisting of halogen, cyano, nitro and
(C₁-C₈)alkoxy;
or a pharmaceutically acceptable salt of the compound.

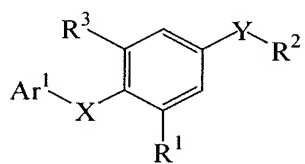
Claim 2 (previously presented): A compound of claim 1, wherein R² is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

Claim 3 (original): A compound of claim 2, wherein Ar¹ is a substituted or unsubstituted phenyl group.

Claim 4 (original): A compound of claim 3, represented by a formula selected from the group consisting of

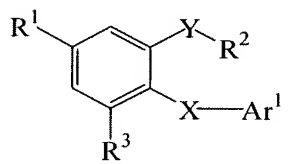


Claim 5 (original): A compound of claim 3, represented by a formula selected from the group consisting of



(Ii)

and



(Ij)

Claim 6 (currently amended): A compound of claim 5, wherein

X is a divalent linkage selected from the group consisting of $-\text{CH}_2-$, $-\text{CH}(\text{CH}_3)-$,
 $-\text{O}-$, $-\text{C}(\text{O})-$, $-\text{N}(\text{R}^{11})-$ and $-\text{S}-$;

wherein

R^{11} is a member selected from the group consisting of hydrogen and $(\text{C}_1-$
 $\text{C}_8)\text{alkyl}$;

Y is $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$,

wherein

R^{12} is a member selected from the group consisting of hydrogen and $(\text{C}_1-$
 $\text{C}_8)\text{alkyl}$;

R^1 is a member selected from the group consisting of hydrogen, halogen, $(\text{C}_1-$
 $\text{C}_8)\text{alkyl}$, $(\text{C}_2-\text{C}_8)\text{heteroalkyl}$, $(\text{C}_1-\text{C}_8)\text{alkoxy}$, $-\text{C}(\text{O})\text{R}^{14}$, $-\text{CO}_2\text{R}^{14}$,
 $-\text{C}(\text{O})\text{NR}^{15}\text{R}^{16}$, $-\text{S}(\text{O})_p-\text{R}^{14}$, $-\text{S}(\text{O})_q-\text{NR}^{15}\text{R}^{16}$, $-\text{O}-\text{C}(\text{O})-\text{R}^{17}$, and $-\text{N}(\text{R}^{14})-$
 $\text{C}(\text{O})-\text{R}^{17}$;

wherein

R^{14} is a member selected from the group consisting of hydrogen, $(\text{C}_1-$
 $\text{C}_8)\text{alkyl}$, hetero $(\text{C}_1-\text{C}_8)\text{alkyl}$, aryl and aryl $(\text{C}_1-\text{C}_4)\text{alkyl}$;

R^{15} and R^{16} are members independently selected from the group consisting
of hydrogen, $(\text{C}_1-\text{C}_8)\text{alkyl}$ and $(\text{C}_2-\text{C}_8)\text{heteroalkyl}$, or taken together
with the nitrogen to which each is attached form a 5-, 6- or 7-
membered ring;

R^{17} is a member selected from the group consisting of hydrogen, $(\text{C}_1-$
 $\text{C}_8)\text{alkyl}$ and $(\text{C}_2-\text{C}_8)\text{heteroalkyl}$;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

R^2 is a substituted or unsubstituted phenyl; and

R^3 is a member selected from the group consisting of halogen and $(\text{C}_1-\text{C}_8)\text{alkoxy}$.

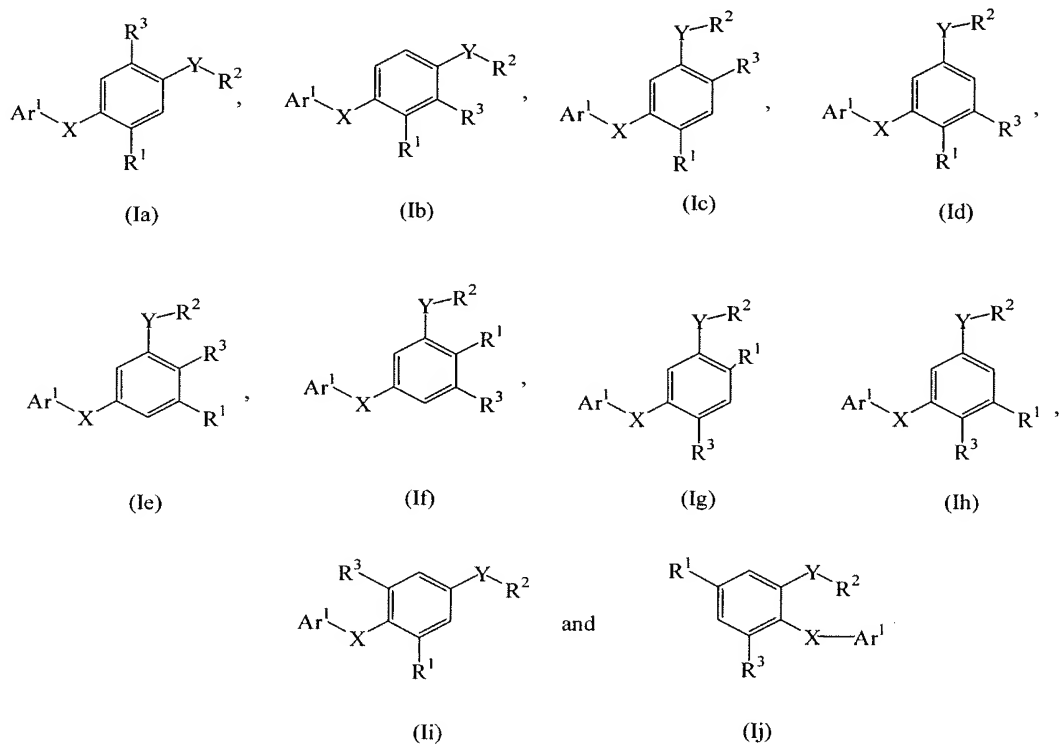
Claim 7 (currently amended): A compound of claim 6, wherein X is -O-,
-NH- or -S-; Y is -NH-SO₂-; R¹ is a member selected from the group consisting of
halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -
C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴ and -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3
substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -
C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group
consisting of halogen, methoxy and trifluoromethoxy.

Claim 8 (previously presented): A compound of claim 7, wherein Ar¹ is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

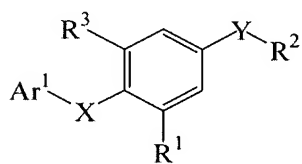
Claims 9 - 14 (canceled).

Claim 15 (original): A compound of claim 2, wherein Ar¹ is a substituted or unsubstituted naphthyl group.

Claim 16 (original): A compound of claim 15, represented by a formula selected from the group consisting of

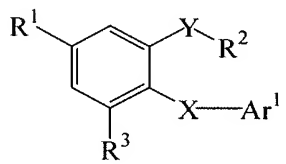


Claim 17 (original): A compound of claim 16, represented by a formula selected from the group consisting of



(Ii)

and



(Ij)

Claim 18 (currently amended): A compound of claim 17, wherein

X is a divalent linkage selected from the group consisting of $-\text{CH}_2-$, $-\text{CH}(\text{CH}_3)-$,
 $-\text{O}-$, $-\text{C}(\text{O})-$, $-\text{N}(\text{R}^{11})-$ and $-\text{S}-$;

wherein

R^{11} is a member selected from the group consisting of hydrogen and (C₁-
C₈)alkyl;

Y is $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$,

wherein

R^{12} is a member selected from the group consisting of hydrogen and (C₁-
C₈)alkyl;

R^1 is a member selected from the group consisting of hydrogen, halogen, (C₁-
C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, $-\text{C}(\text{O})\text{R}^{14}$, $-\text{CO}_2\text{R}^{14}$,
 $-\text{C}(\text{O})\text{NR}^{15}\text{R}^{16}$, $-\text{S}(\text{O})_p-\text{R}^{14}$, $-\text{S}(\text{O})_q-\text{NR}^{15}\text{R}^{16}$, $-\text{O}-\text{C}(\text{O})-\text{R}^{17}$, and $-\text{N}(\text{R}^{14})-\text{C}(\text{O})-\text{R}^{17}$;

wherein

R^{14} is a member selected from the group consisting of hydrogen, (C₁-
C₈)alkyl, hetero(C₁-C₈)alkyl, aryl and aryl(C₁-C₄)alkyl;

R^{15} and R^{16} are members independently selected from the group consisting
of hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl, or taken together
with the nitrogen to which each is attached form a 5-, 6- or 7-
membered ring;

R^{17} is a member selected from the group consisting of hydrogen, (C₁-
C₈)alkyl and (C₂-C₈)heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

R^2 is a substituted or unsubstituted phenyl; and

R^3 is a member selected from the group consisting of halogen and (C₁-C₈)alkoxy.

Claim 19 (currently amended): A compound of claim 18, wherein X is – O–, –NH– or –S–; Y is –NH–SO₂–; R¹ is a member selected from the group consisting of halogen, (C₁–C₈)alkyl, (C₂–C₈)heteroalkyl, (C₁–C₈)alkoxy, –C(O)R¹⁴, –CO₂R¹⁴, –C(O)NR¹⁵R¹⁶, –S(O)_p–R¹⁴ and –S(O)_q–NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, –OCF₃, –OH, –O(C₁–C₈)alkyl, –C(O)–(C₁–C₈)alkyl, –CN, –CF₃, (C₁–C₈)alkyl and –NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 20 (original): A compound of claim 19, wherein Ar¹ is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, –OCF₃, –OH, –O(C₁–C₆)alkyl, –CF₃, (C₁–C₈)alkyl and –NO₂; R¹ is a member selected from the group consisting of halogen, (C₁–C₈)alkyl, (C₂–C₈)heteroalkyl and (C₁–C₈)alkoxy; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, –OCF₃, –OH, –O(C₁–C₈)alkyl, –C(O)–(C₁–C₈)alkyl, –CN, –CF₃, (C₁–C₈)alkyl and –NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claims 21-54 (canceled).

Claim 55 (previously presented): A compound of claim 2, wherein R² is substituted phenyl.

Claim 56 (previously presented): A compound of claim 7, wherein X is –O–.

Claim 57 (previously presented): A compound of claim 7, wherein X is –S–.

Claim 58 (previously presented): A compound of claim 7, wherein the compound is of formula II.

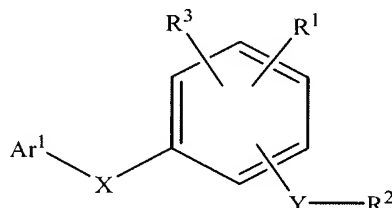
Claim 59 (previously presented): A compound of claim 15, wherein Ar¹ is unsubstituted naphthyl.

Claim 60 (previously presented): A compound of claim 19, wherein X is –S–.

Claim 61 (previously presented): A compound of claim 19, wherein X is –O–.

Claim 62 (previously presented): A compound of claim 19, wherein the compound is of formula Ii.

Claim 63 (currently amended): A composition comprising a pharmaceutically acceptable excipient and a compound having the formula:



wherein

Ar¹ is a substituted or unsubstituted phenyl or substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of ~~(C₁-C₆)alkylene, (C₁-C₆)alkylenoxy, (C₁-C₆)alkylenamino, (C₁-C₆)alkylene-S(O)_k-, -O-, -C(O)-, -N(R¹¹)-, -N(R¹¹)C(O)-, -S(O)_k- and -CH₂-~~ a single bond,

wherein

~~R¹¹ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and the subscript k is an integer of from 0 to 2;~~

Y is N(R¹²)-S(O)_m-,

wherein

~~R¹² is independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and the subscripts m and n are independently integers of from 0 to 2;~~

R¹ is a member selected from the group consisting of hydrogen, (C₂-C₈)heteroalkyl, aryl, aryl(C₁-C₄)alkyl, halogen, cyano, nitro, (C₁-C₈)alkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴, -S(O)_q-NR¹⁵R¹⁶, -O-C(O)-OR¹⁷, -O-C(O)-R¹⁷, -O-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-R¹⁷ and -N(R¹⁴)-C(O)-OR¹⁷;

wherein

R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl and aryl(C₁-C₄)alkyl;

R¹⁵ and R¹⁶ are members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl, and aryl(C₁-C₄)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl, aryl and aryl (C_1-C_4) alkyl;
 the subscript p is an integer of from 0 to 3; and
 the subscript q is an integer of from 1 to 2; and
 R^2 is a substituted or unsubstituted aryl; and

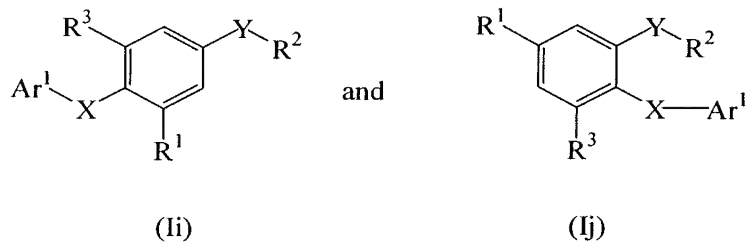
R^3 is a member selected from the group consisting of halogen, cyano, nitro and (C_1-C_8) alkoxy;

or a pharmaceutically acceptable salt of the compound.

Claim 64 (previously presented): A composition of claim 63, wherein R^2 is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

Claim 65 (previously presented): A composition of claim 64, wherein Ar^1 is a substituted or unsubstituted phenyl group.

Claim 66 (currently amended): A composition of claim 65, wherein the compound is represented by a formula selected from the group consisting of



and wherein X is $-O-$, $-NH-$ or $-S-$; Y is $-NH-SO_2-$; R^1 is a member selected from the group consisting of halogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and $-S(O)_q-NR^{15}R^{16}$; R^2 is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, $-OH$, $-O(C_1-C_8)$ alkyl, $-C(O)-(C_1-C_8)$ alkyl, $-CN$, $-CF_3$, (C_1-C_8) alkyl and $-NH_2$; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

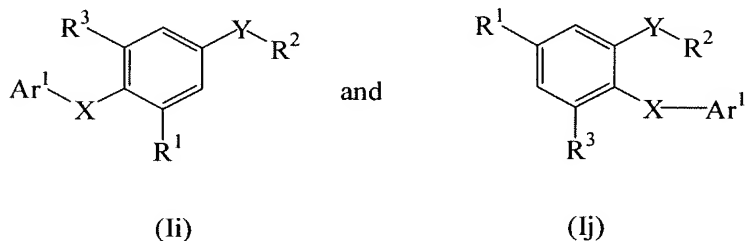
Claim 67 (previously presented): A composition of claim 66, wherein Ar^1 is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, $-OH$, $-O(C_1-C_6)$ alkyl, $-CF_3$, (C_1-C_8) alkyl and $-NO_2$; R^1 is a member selected from the group consisting of halogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl and (C_1-C_8) alkoxy; R^2 is a

phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 68 (previously presented): A composition of claim 67, wherein the compound is of formula Ii.

Claim 69 (previously presented): A composition of claim 63, wherein Ar¹ is substituted or unsubstituted naphthyl group.

Claim 70 (currently amended): A composition of claim 69, wherein the compound is represented by a formula selected from the group consisting of

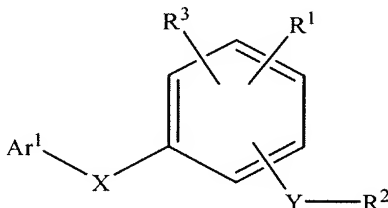


and wherein X is -O-, -NH- or -S-; Y is -NH-SO₂-; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴ and -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 71 (previously presented): A composition of claim 70, wherein Ar¹ is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 72 (previously presented): A composition of claim 71, wherein the compound is of formula Ii.

Claim 73 (withdrawn; currently amended): A method for modulating conditions associated with metabolic or inflammatory disorders in a host, said method comprising administering to said host an efficacious amount of a compound having the formula:



wherein

Ar^1 is a substituted or unsubstituted phenyl or substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of ~~(C₁-C₆)alkylene, (C₁-C₆)alkylenoxy, (C₁-C₆)alkylenamino, (C₁-C₆)alkylene-S(O)_k-, -O-, -C(O)-, -N(R¹¹)-, -N(R¹¹)C(O)-, -S(O)_k- and -CH₂-~~ a single bond,

wherein

~~R¹¹ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and the subscript k is an integer of from 0 to 2;~~

Y is N(R¹²)-S(O)_m-,

wherein

~~R¹² is independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and the subscripts m and n are independently integers of from 0 to 2;~~

R¹ is a member selected from the group consisting of hydrogen, (C₂-C₈)heteroalkyl, aryl, aryl(C₁-C₄)alkyl, halogen, cyano, nitro, (C₁-C₈)alkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴, -S(O)_q-NR¹⁵R¹⁶, -O-C(O)-OR¹⁷, -O-C(O)-R¹⁷, -O-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-R¹⁷ and -N(R¹⁴)-C(O)-OR¹⁷;

wherein

R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl and aryl(C₁-C₄)alkyl;

R¹⁵ and R¹⁶ are members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl, and aryl(C₁-C₄)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R¹⁷ is a member selected from the group consisting of (C₁-C₈)alkyl, (C₂-

R² is a substituted or unsubstituted aryl; and

(C₁-C₈)alkoxy;

or a pharmaceutically acceptable salt of the compound.

pyridazinyl.

or unsubstituted phenyl group.

the compound is represented by a formula selected from the group consisting of



consisting of halogen, methoxy and trifluoromethoxy.

group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -

Claim 83 (withdrawn): The method of claim 73, wherein said host is a mammal selected from the group consisting of humans, dogs, monkeys, mice, rats, horses and cats.

Claim 84 (withdrawn): The method of claim 73, wherein said administering is oral.

Claim 85 (withdrawn): The method of claim 73, wherein said disorders are selected from the group consisting of NIDDM, obesity, hypercholesterolemia and inflammatory conditions.

Claim 86 (withdrawn): The method of claim 85, wherein said metabolic disorders are mediated by PPAR γ .